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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER ALLOWING PROOFS OF CLAIM
NUMBERS 1780, 1923, 2089, 2160, 2162, 2277, 2343, 2471, 2527, 2698, 4180, 6935, 8766,
9553, 11908, and 15781 ASSERTED BY ASM CAPITAL, LP AND ASM CAPITAL II, LP

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and ASM Capital, LP and ASM Capital II, LP (collectively, "ASM") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 1780, 1923, 2089, 2160, 2162, 2277, 2343, 2471, 2527, 2698, 4180, 6935, 8766, 9553, 11908, and 15781 Asserted by ASM Capital, LP And ASM Capital II, LP (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on the dates listed in column B on Exhibit A (titled "Date Filed"), attached hereto, the proofs of claim (the "Proofs of Claim") listed in column A on Exhibit A (titled "Proof of Claim Number") were filed by the parties (collectively, the "Claimants") listed in column C on Exhibit A (titled "Party Filing Proof of Claim") against the Debtor entities listed in column G on Exhibit A (titled "Debtor ") asserting claims (collectively, the "Claims") in the amounts and classifications listed in columns E and H, respectively, on Exhibit A (titled "Allowed Amount" and "Classification," respectively).

WHEREAS, each of the Claimants, other than ASM Capital, LP and ASM Capital II, LP (collectively, the "Assignors"), assigned their interests in the Claims to ASM Capital, LP or ASM Capital II, LP, as the case may be, pursuant to a Notice of Transfer.

WHEREAS, on April 9, 2008, with respect to the Claims, the Debtors and ASM entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, the Debtors acknowledge and

agree that the Claims listed in column A on Exhibit A (titled "Proof of Claim Number") shall be allowed against those Debtor entities and in the amounts and classifications set forth in columns G, H, and E, respectively, on Exhibit A (titled "Debtor," "Classification," and "Allowed Amount," respectively).

WHEREAS, the Debtors are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and ASM stipulate and agree as follows:

1. The Claims listed in column A on Exhibit A attached hereto (titled "Proof of Claim Number") shall be allowed in the amount and classification set forth in columns E and H on Exhibit A (titled "Classification" and "Allowed Amount," respectively) against the estate of those Debtor entities identified in column I on Exhibit A (titled "Debtor").

So Ordered in New York, New York, this 28th day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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